Claims:

1. (Cancelled)

2. (Cancelled)

3. (Currently Amended) The compound according to claim ~~1~~ 43, wherein R^1 is selected from the group consisting of $-CO_2R^7$ and $-C(O)NR^7R^8$.

4-13. (Cancelled)

14. (Currently Amended) The compound according to claim ~~1~~ 43, wherein R^6 of Q^1 is selected from the group consisting of H, halo, alkyl, $-OR^7$, $-S(O)_fR^7$, $-SO_2NR^7R^8$, and $-NO_2$.

15-16. (Cancelled)

17. (Currently Amended) The compound according to claim ~~1~~ 43, wherein cc is 1.

18. (Cancelled)

19. (Currently Amended) The compound according to claim ~~1~~ 43, wherein R^5 is H, halo, alkyl or $-NR^7R^8$.

20. (Currently Amended) A compound selected from the group consisting of:

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-{[2-(trifluoromethyl)-benzyl]oxy}thiophene-2-carboxamide;

5-(5-(Methyloxy)-6-{[2-(4-methyl-1-piperazinyl)ethyl]oxy}-1*H*-benzimidazol-1-yl)-3-({[2-(trifluoromethyl)phenyl]methyl}oxy)-2-thiophenecarboxamide;

3-[1-(2-Chlorophenyl)ethoxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-[1-(2-methylphenyl)ethoxy] thiophene-2-carboxamide;

5-(5-Amino-1*H*-benzimidazol-1-yl)-3-[1-(2-chlorophenyl)ethoxy]thiophene-2-carboxamide;

5-{6-[(4-Piperidinylmethyl)oxy]-1*H*-benzimidazol-1-yl}-3-({[2-(trifluoromethyl)phenyl]-methyl}oxy)-2-thiophenecarboxamide;

~~5-(6-(Methyloxy)-5-{[3-(2-oxo-1-pyrrolidinyl)propyl]oxy}-1*H*-benzimidazol-1-yl)-3-({[2-(trifluoromethyl)phenyl]methyl}oxy)-2-thiophenecarboxamide;~~

5-[6-{[3-(Dimethylamino)propyl]oxy}-5-(methyloxy)-1*H*-benzimidazol-1-yl]-3-({[2-(trifluoromethyl)phenyl]methyl}oxy)-2-thiophenecarboxamide;

5-(5-(Methyloxy)-6-{[2-(4-morpholinyl)ethyl]oxy}-1*H*-benzimidazol-1-yl)-3-({[2-(trifluoromethyl)phenyl]methyl}oxy)-2-thiophenecarboxamide;

5-[6-(2-Morpholin-4-ylethoxy)-1*H*-benzimidazol-1-yl]-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

5-[6-(2-Pyrrolidin-1-ylethoxy)-1*H*-benzimidazol-1-yl]-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

5-[5-Fluoro-6-(2-morpholin-4-ylethoxy)-1*H*-benzimidazol-1-yl]-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

5-[6-(Methylsulfonyl)-1*H*-benzimidazol-1-yl]-3-{[2-(trifluoromethyl)benzyl]oxy}-thiophene-2-carboxamide;

3-[(3-Bromopyridin-4-yl)methoxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-{[2-(trifluoromethoxy)benzyl] oxy} thiophene-2-carboxamide;

3-{[2-(Difluoromethoxy)benzyl]oxy}-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

3-[(2-Chloropyridin-3-yl)methoxy]-5-(5,6-dimethoxy-1H-benzimidazol-1-yl)thiophene-2-carboxamide;

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-[(2-fluoropyridin-3-yl)methoxy]thiophene-2-carboxamide;

3-[(2-Aminopyridin-4-yl)methoxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

~~3-[(6-Chloro-1,3-benzodioxol-5-yl)methoxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;~~

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-[(2-nitrobenzyl)oxy]thiophene-2-carboxamide;

3-[(3-Aminobenzyl)oxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

5-(6-Bromo-1*H*-benzimidazol-1-yl)-3-{[2-(trifluoromethyl)benzyl]-oxy}thiophene-2-carboxamide;

~~3-[(2,6-Dichlorobenzyl)oxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;~~

3-[(2-Bromobenzyl)oxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

~~5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-[(2-formylbenzyl)oxy]thiophene-2-carboxamide;~~

5-(1*H*-Benzimidazol-1-yl)-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

5-(1*H*-Benzimidazol-1-yl)-3-[(2-nitrobenzyl)oxy]thiophene-2-carboxamide;

5-(6-Methoxy-1*H*-benzimidazol-1-yl)-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

and a pharmaceutically acceptable salts thereof.

21. (Currently Amended) A pharmaceutical composition comprising a compound according to claim ~~1~~ 43 and a pharmaceutically acceptable carrier, diluent or excipient.

22. (Cancelled)

23. (Original) The pharmaceutical composition according to claim 21 further comprising a chemotherapeutic agent.

24. (Cancelled)

25. (Currently Amended) A method for treating a susceptible neoplasm in a human, said method comprising administering to the human a therapeutically effective amount of a compound according to claim ~~1~~ 43.

26. (Original) The method according to claim 25, wherein said susceptible neoplasm is selected from the group consisting of breast cancer, colon cancer, lung cancer, prostate cancer, lymphoma, leukemia, endometrial cancer, melanoma, ovarian

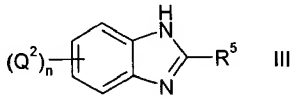
cancer, pancreatic cancer, squamous carcinoma, carcinoma of the head and neck, and esophageal carcinoma.

27. (Currently Amended) A method for treating a condition characterized by inappropriate cellular proliferation in a human, said method comprising administering to the human a therapeutically effective amount of a compound according to claim ~~1~~ 43.

28. (Currently Amended) A method for inhibiting proliferation of a cell, said method comprising contacting the cell with an amount of a compound according to claim ~~1~~ 43 sufficient to inhibit proliferation of the cell.

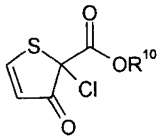
29. (Currently Amended) A method for inhibiting mitosis in a cell, said method comprising administering to the cell an amount of a compound according to claim ~~1~~ 43 sufficient to inhibit mitosis in the cell.

30. (Currently Amended) A process for preparing a compound according to claim ~~1~~ 43, said process comprising reacting a compound of formula (III):



III

with a compound of formula (IV):



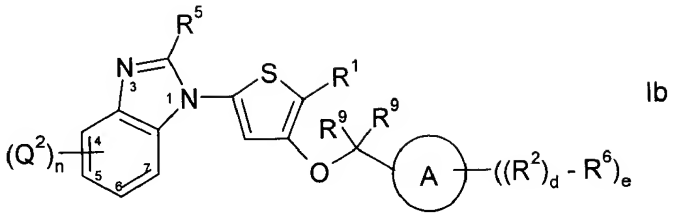
IV

wherein R^{10} is selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl and suitable carboxylic acid protecting groups.

31-42. (Cancelled)

43. (Previously Presented)

A compound of formula (Ib):



Ib

wherein:

R^1 is selected from the group consisting of $-C(O)R^7$, $-CO_2R^7$, and $-C(O)NR^7R^8$;

each R^9 is the same or different and is selected from H, halo and alkyl;

Ring A of formula (Ib) is phenyl or pyridyl;

d of formula (Ib) is 0 or 1;

R^2 of formula (Ib) is C_{1-3}alkylene;

e of formula (Ib) is 0 or 1;

R^6 of formula (Ib) is selected from H, halo, alkyl, alkenyl, alkynyl, cycloalkyl, $-OR^7$, $-S(O)_fR^7$, $-S(O)_2NR^7R^8$, $-NR^7R^8$, $-N(R^7)S(O)_2R^8$, $-NO_2$ and –CN;

n is 0, 1, or 2;

Q^2 is a group of formula: $-(R^2)_{aa}-(Y^2)_{bb}-(R^2)_{cc}-R^4$

wherein:

aa is 0;

bb is 0 or 1

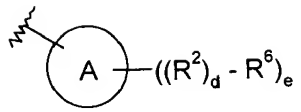
each Y^2 is the same or different and is independently–O- or $-N(R^7)-$, wherein

R^7 is H or alkyl;

cc is 0 or 1;

R^2 of $(R^2)_{cc}$ is alkylene or alkenylene; and

each R^4 is the same or different and is each independently selected from the group consisting of H, halo, alkyl, alkenyl, alkynyl, $-C(O)R^7$, $-C(O)NR^7R^8$, $-CO_2R^7$, $-C(S)R^7$, $-C(S)NR^7R^8$, $-C(=NR^7)R^8$, $-C(=NR^7)NR^7R^8$, $-CR^7=N-OR^7$, $-OR^7$, $-S(O)_fR^7$, $-S(O)_2NR^7R^8$, $-NR^7R^8$, $-N(R^7)C(O)R^8$, $-N(R^7)S(O)_2R^8$, $-NO_2$, -CN, $-N_3$ and a group of formula (ii):



ii

wherein:

Ring A of R^4 is selected from the group consisting of C_{5-10}cycloalkyl, C_{5-10}cycloalkenyl, aryl, 5-10 membered heterocycle having 1, 2 or 3 heteroatoms selected from N, O and S and 5-10 membered heteroaryl having 1, 2 or 3 heteroatoms selected from N, O and S

d of R^4 is 0 or 1;

R^2 of R^4 is alkylene or alkenylene;

e of R^4 is 0, or 1; and

R^6 of R^4 is selected from H, halo, alkyl, alkenyl, alkynyl, cycloalkyl, $-OR^7$, $-S(O)_fR^7$, $-S(O)_2NR^7R^8$, $-NR^7R^8$, $-N(R^7)S(O)_2R^8$, $-NO_2$ and $-CN$;

wherein when Q^2 is defined where bb is 1 and cc is 0, R^4 is not halo, $-C(O)R^7$, $-C(O)NR^7R^8$, $-CO_2R^7$, $-C(S)R^7$, $-C(S)NR^7R^8$, $-C(=NR^7)R^8$, $-C(=NR^7)NR^7R^8$, $-CR^7=N-OR^7$, $-OR^7$, $-S(O)_fR^7$, $-S(O)_2NR^7R^8$, $-NR^7R^8$, $-N(R^7)C(O)R^8$, $-N(R^7)S(O)_2R^8$, $-NO_2$, $-CN$ or $-N_3$;

R^5 is selected from the group consisting of H, halo, alkyl, cycloalkyl, OR^7, $-S(O)_fR^7$, $-NR^7R^8$, $-NHC(O)R^7$, $-NHC(O)NR^7R^8$ and $-NHS(O)_2R^7$;

f is 0, 1 or 2; and

each R^7 and each R^8 are the same or different and are each independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl; and

or a pharmaceutically acceptable salt thereof.

44. (Previously Presented) An R-isomer of a compound according to claim 43.

45-46. (Cancelled)